

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

FRANK D. SEINFELD,	)	
	)	
Plaintiff,	)	
	)	
v.	)	C. A. No. 05-298-JJF
	)	
CRAIG R. BARRETT, CHARLENE	)	
BARSHEFSKY, E. JOHN P. BROWNE,	)	
D. JAMES GUZY, REED E. HUNDT,	)	<b><u>PUBLIC VERSION</u></b>
PAUL S. OTELLINI, DAVID S. POTTRUCK,	)	
JANE E. SHAW, JOHN L. THORNTON,	)	
DAVID B. YOFFIE, ANREW S. GROVE,	)	
and INTEL CORPORATION,	)	
	)	
Defendants.	)	

**DECLARATION OF STEPHEN C. NORMAN  
IN SUPPORT OF DEFENDANTS' OPPOSITION  
TO MOTION FOR SUMMARY JUDGMENT**

OF COUNSEL:

Michael D. Torpey  
James N. Kramer  
Susan D. Resley  
Kenneth P. Herzinger  
Erin L. Bansal  
ORRICK, HERRINGTON & SUTCLIFFE LLP  
405 Howard Street  
San Francisco, California 94105  
(415) 773-5700

POTTER ANDERSON & CORROON LLP

Stephen C. Norman (#2686)  
Brian C. Ralston (#3770)  
Hercules Plaza, 6<sup>th</sup> Floor  
1313 North Market Street  
P.O. Box 951  
Wilmington, Delaware 19899  
(302) 984-6000  
E-mail: [snorman@potteranderson.com](mailto:snorman@potteranderson.com)  
E-mail: [bralston@potteranderson.com](mailto:bralston@potteranderson.com)

Attorneys for Defendants

Dated: July 25, 2005  
Public Version dated: August 1, 2005

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

FRANK D. SEINFELD,	)	
	)	
Plaintiff,	)	
	)	
v.	)	Case No.: 05-298 (JJF)
	)	
CRAIG R. BARRETT, CHARLENE	)	
BARSHEFSKY, E. JOHN P. BROWNE,	)	Jury Trial Demanded
D. JAMES GUZY, REED E. HUNDT,	)	
PAUL S. OTELLINI, DAVID S. POTTRUCK,	)	
JANE E. SHAW, JOHN L. THORNTON,	)	<b>PUBLIC VERSION</b>
DAVID B. YOFFIE, ANDREW S. GROVE, and	)	
INTEL CORPORATION,	)	
	)	
Defendants.	)	

**DECLARATION OF STEPHEN C. NORMAN  
IN SUPPORT OF DEFENDANTS' OPPOSITION  
TO MOTION FOR SUMMARY JUDGMENT**

I, Stephen C. Norman, do hereby declare as follows:

1. I am a partner with the law firm of Potter Anderson & Corroon LLP and one of the attorneys for Defendants Craig R. Barrett, Charlene Barshefsky, E. John P. Browne, D. James Guzy, Reed E. Hundt, Paul S. Otellini, David S. Pottruck, Jane E. Shaw, John L. Thornton, David B. Yoffie, Andrew S. Grove, and nominal defendant Intel Corporation (collectively, "Defendants") in this case. If called as a witness, I could and would testify to the following of my own personal knowledge.

2. Attached hereto as Exhibit A is a true and correct copy of Intel Corporation's Form 10-K For The Fiscal Year Ended December 25, 2004, filed with the Securities and Exchange Commission ("SEC") on February 22, 2005


3. Attached hereto as Exhibit B is a true and correct copy of Intel Corporation's Schedule 14A Definitive Proxy Statement, filed with the SEC on March 29, 2005.

4. Attached hereto as Exhibit C is a true and correct copy of Brief for Appellant, *Shaev v. Saper*, 320 F.3d 373 (3d Cir. 2003) (No. 02-2206), which is available on Westlaw at 2002 WL 32817147.

5. Attached hereto as Exhibit D is a true and correct copy of the SEC Division of Corporation Finance Current Report on Form 8-K, Frequently Asked Questions dated November 23, 2004, which is available on the SEC's website at <http://www.sec.gov/divisions/corpfin/form8kfaq.htm>.

I declare under penalty of perjury of the laws of the United States that the foregoing is true and correct.

July 25, 2005

  
\_\_\_\_\_  
Stephen C. Norman (#2686)

691887


IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

CERTIFICATE OF SERVICE

I do hereby certify that, on July 25, 2005, the within document was filed under seal with the Clerk of Court using CM/ECF which will send notification of such filing to the following; that the document was served on the following counsel as indicated; and that the document is available for viewing and downloading from CM/ECF.

HAND DELIVERY

Francis G.X. Pileggi, Esquire  
Sheldon K. Rennie, Esquire  
Fox Rothschild LLP  
919 North Market Street, Suite 1300  
Wilmington, Delaware 19801



---

Stephen C. Norman (#2686)  
Brian C. Ralston (#3770)  
Potter Anderson & Corroon LLP  
Hercules Plaza, 6<sup>th</sup> Floor  
P.O. Box 951  
Wilmington, DE 19899  
(302) 984-6000  
E-mail: [snorman@potteranderson.com](mailto:snorman@potteranderson.com)  
E-mail: [bralston@potteranderson.com](mailto:bralston@potteranderson.com)

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

**CERTIFICATE OF SERVICE**

I do hereby certify that, on August 1, 2005, the within document was filed with the Clerk of Court using CM/ECF which will send notification of such filing to the following; that the document was served on the following counsel as indicated; and that the document is available for viewing and downloading from CM/ECF.

Francis G.X. Pileggi, Esquire  
Sheldon K. Rennie, Esquire  
Fox Rothschild LLP  
919 North Market Street, Suite 1300  
Wilmington, Delaware 19801



---

Stephen C. Norman (#2686)  
Brian C. Ralston (#3770)  
Potter Anderson & Corroon LLP  
Hercules Plaza, 6<sup>th</sup> Floor  
P.O. Box 951  
Wilmington, DE 19899  
(302) 984-6000  
E-mail: [snorman@potteranderson.com](mailto:snorman@potteranderson.com)  
E-mail: [bralston@potteranderson.com](mailto:bralston@potteranderson.com)